

LATHAM & WATKINS LLP

Andrew Clubok (*pro hac vice*)
Sarah Tomkowiak (*pro hac vice*)
555 Eleventh Street, NW, Suite 1000
Washington, District of Columbia
Telephone: (202) 637-2200
Email: andrew.clubok@lw.com
sarah.tomkowiak@lw.com

and

Jeffrey E. Bjork (*pro hac vice*)
Kimberly A. Posin (*pro hac vice*)
355 South Grand Avenue, Suite 100
Los Angeles, CA 90071
Telephone: (213) 485-1234
Email: jeff.bjork@lw.com
kim.posin@lw.com

BUTLER SNOW LLP

Martin Sosland (TX Bar No. 18855645)
Candice Carson (TX Bar No. 24074006)
2911 Turtle Creek Boulevard, Suite 1400
Dallas, Texas 75219
Telephone: (469) 680-5502
E-mail: martin.sosland@butlersnow.com
candice.carson@butlersnow.com

*Counsel for UBS Securities LLC and UBS
AG London Branch*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----X	
<i>In re</i>	:
	:
HIGHLAND CAPITAL MANAGEMENT, L.P., ¹	:
	:
Debtor.	:
-----X	

Chapter 11
Case No. 19-34054-sgj11

**NOTICE OF DISTRICT COURT ORDER ACCEPTING DOCUMENTS
DESIGNATED FOR INCLUSION IN RECORD ON APPEAL UNDER SEAL**

¹ The last four digits of the Debtor's taxpayer identification number are 6725. The headquarters and service address for the Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

As required by Federal Rule of Bankruptcy Procedure 8009(f), UBS Securities LLC and UBS AG London Branch (collectively, UBS) hereby provide notice that, on December 21, 2020, the United States District Court for the Northern District of Texas—in the case captioned *UBS Securities LLC v. Highland Capital Management, L.P.*, No. 3:20-cv-3408-G—issued an order accepting certain sealed documents designated as part of the record on appeal (*see* Docket No. 1484) for submission under seal. A copy of the District Court docket reflecting this order is attached as Exhibit A. Attached as Exhibit B is a copy of UBS’s motion filed with the District Court, which identifies the relevant sealed documents.

DATED this 20th day of January 2021

LATHAM & WATKINS LLP

By /s/ Sarah Tomkowiak

Andrew Clubok (*pro hac vice*)
Sarah Tomkowiak (*pro hac vice*)
555 Eleventh Street, NW, Suite 1000
Washington, District of Columbia
Telephone: (202) 637-2200
Email: andrew.clubok@lw.com
sarah.tomkowiak@lw.com

and

Jeffrey E. Bjork (*pro hac vice*)
Kimberly A. Posin (*pro hac vice*)
355 South Grand Avenue, Suite 100
Los Angeles, CA 90071
Telephone: (213) 485-1234
Email: jeff.bjork@lw.com
kim.posin@lw.com

BUTLER SNOW LLP

Martin Sosland (TX Bar No. 18855645)
Candice M. Carson (TX Bar No. 24074006)
2911 Turtle Creek Boulevard, Suite 1400
Dallas, Texas 75240
Telephone: (469) 680-5502
E-mail: martin.sosland@butlersnow.com
candice.carson@butlersnow.com

*Counsel for UBS Securities LLC and UBS
AG London Branch*

CERTIFICATE OF SERVICE

I, Martin Sosland, certify that this *Notice of District Court Order Accepting Documents Designated for Inclusion in Record on Appeal under Seal* was filed electronically through the Court's ECF system, which provides notice to all parties of interest.

Dated: January 20, 2021

/s/ Martin Sosland

EXHIBIT A

**U.S. District Court
Northern District of Texas (Dallas)
CIVIL DOCKET FOR CASE #: 3:20-cv-03408-G**

UBS Securities LLC et al v. Highland Capital Management LP
Assigned to: Senior Judge A. Joe Fish
Case in other court: BK Court 19-34054-sgj11
Cause: 28:0158 Notice of Appeal re Bankruptcy Matter (BA

Date Filed: 11/13/2020
Jury Demand: None
Nature of Suit: 422 Bankruptcy: Appeal 28
USC 158
Jurisdiction: Federal Question

Debtor

Highland Capital Management LP

Appellant

UBS Securities LLC

represented by **Martin Allen Sosland**
Butler Snow LLP
2911 Turtle Creek Boulevard, Suite 1400
Dallas, TX 75219
469-680-5502
Fax: 469-680-5502
Email: martin.sosland@butlersnow.com
LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Andrew B Clubok
Latham & Watkins LLP
555 Eleventh St NW
Suite 1000
Washington, DC 20004
202-637-2200
Fax: 202-637-2201
Email: andrew.clubok@lw.com
PRO HAC VICE
ATTORNEY TO BE NOTICED
Bar Status: Not Admitted

Candice Marie Carson
Butler Snow LLP
2911 Turtle Creek
Suite 1400
Dallas, TX 75219
469-680-5505
Fax: 469-680-5501
Email: candice.carson@butlersnow.com
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Sarah A Tomkowiak
Latham & Watkins LLP

555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
202-637-2200
Fax: 202-637-2201
Email: sarah.tomkowiak@lw.com
PRO HAC VICE
ATTORNEY TO BE NOTICED
Bar Status: Not Admitted

Appellant

UBS AG London Branch

represented by **Martin Allen Sosland**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Andrew B Clubok
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED
Bar Status: Not Admitted

Candice Marie Carson
(See above for address)
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Sarah A Tomkowiak
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED
Bar Status: Not Admitted

V.

Appellee

Highland Capital Management LP

represented by **Melissa S Hayward**
Hayward & Associates PLLC
10501 N Central Expwy
Suite 106
Dallas, TX 75231
972-755-7100
Fax: 972-755-7104
Email: mhayward@haywardfirm.com
LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

John A Morris
Pachulski Stang Ziehl & Jones LLP
780 Third Avenue, 34th Floor
New York, NY 10017-2024

212-561-7700
Fax: 212-561-7777
Email: jmorris@pszjlaw.com
PRO HAC VICE
ATTORNEY TO BE NOTICED
Bar Status: Not Admitted

Zachery Z. Annable
Hayward & Associates PLLC
10501 N. Central Expressway
Suite 106
Dallas, TX 75231
972-755-7108
Fax: 972-755-7118
Email: zannable@haywardfirm.com
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

V.

Intervenor Defendant

**Redeemer Committee of Highland
Crusader Fund**

represented by **Mark A Platt**
Frost Brown Todd LLC
2101 Cedar Springs Road, Suite 900
Dallas, TX 75201
214-580-5852
Fax: 214-545-3473
Email: mplatt@fbtlaw.com
LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Marc B Hankin
Jenner & Block LLP
919 Third Avenue
New York, NY 10022
212-891-1647
Fax: 212-891-1699
PRO HAC VICE
Bar Status: Not Admitted

Terri L Mascherin
Jenner and Block LLP
353 N Clark Street
Chicago, IL 60654
312-222-9350
Fax: 312-840-7799
PRO HAC VICE
Bar Status: Not Admitted

Intervenor Defendant

**Highland Crusader Offshore Partners,
L.P.**

represented by **Mark A Platt**
(See above for address)

LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Marc B Hankin
(See above for address)
PRO HAC VICE
Bar Status: Not Admitted

Terri L Mascherin
(See above for address)
PRO HAC VICE
Bar Status: Not Admitted

Intervenor Defendant

Highland Crusader Fund, L.P.

represented by **Mark A Platt**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Marc B Hankin
(See above for address)
PRO HAC VICE
Bar Status: Not Admitted

Terri L Mascherin
(See above for address)
PRO HAC VICE
Bar Status: Not Admitted

Intervenor Defendant

Highland Crusader Fund, Ltd.

represented by **Mark A Platt**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED
Bar Status: Admitted/In Good Standing

Marc B Hankin
(See above for address)
PRO HAC VICE
Bar Status: Not Admitted

Terri L Mascherin
(See above for address)
PRO HAC VICE
Bar Status: Not Admitted

Intervenor Defendant

Highland Crusader Fund II, Ltd.

represented by **Mark A Platt**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Bar Status: Admitted/In Good Standing

Marc B Hankin

(See above for address)

PRO HAC VICE

Bar Status: Not Admitted

Terri L Mascherin

(See above for address)

PRO HAC VICE

Bar Status: Not Admitted

Bankruptcy Judge

Stacey G Jernigan

represented by **Stacey G Jernigan**

US Bankruptcy Court

Chambers of Judge Stacey G C Jernigan

1100 Commerce St

Room 1254

Dallas, TX 75242-1496

214-753-2040

Email: sgj_settings@txnb.uscourts.gov

PRO SE

V.

Notice Only

Case Admin Sup

represented by **Case Admin Sup**

Email: txnb_appeals@txnb.uscourts.gov

PRO SE

Date Entered	#	Docket Text
12/21/2020	22	ELECTRONIC ORDER: The appellants' unopposed motion to accept sealed records designated as part of the record on appeal pursuant to Federal Rule of Bankruptcy Procedure 8009(f) (docket entry 21) is GRANTED. SO ORDERED. (Ordered by Senior Judge A. Joe Fish on 12/21/2020) (chmb) (Entered: 12/21/2020)

EXHIBIT B

No. 20-cv-3408-G

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: HIGHLAND CAPITAL MANAGEMENT, L.P.,
Debtor.

UBS SECURITIES LLC AND UBS AG LONDON BRANCH,
Appellants,

v.

HIGHLAND CAPITAL MANAGEMENT, L.P.,
Appellee.

On Appeal from the United States Bankruptcy Court
for the Northern District of Texas
(No. 19-bk-34054—Hon. Stacey G. Jernigan)

**APPELLANTS' UNOPPOSED MOTION TO ACCEPT SEALED RECORDS
DESIGNATED AS PART OF THE RECORD ON APPEAL**

Pursuant to Federal Rule of Bankruptcy Procedure 8009(f) and this Court's instructions (*see* ECF No. 1), Appellants UBS Securities LLC and UBS AG London Branch (collectively, UBS) move this Court to accept documents filed under seal with the Bankruptcy Court that are designated as part of the record on appeal. These documents were sealed by the Bankruptcy Court because they were designated as proprietary or confidential (or because they include information that was so

designated) pursuant to either (a) a protective order that the parties entered into during litigation in New York state court, *UBS Securities LLC v. Highland Capital Management L.P.*, No. 650097-2009 (N.Y. Sup. Ct.), or (b) the *Agreed Protective Order* entered by the Bankruptcy Court (Bankr. Dkt., ECF No. 382) (together, the “Protective Orders”). *See also* Bankr. Dkt., ECF Nos. 1091, 1188 (the parties’ motions to seal that explain the bases for the requests to seal).¹

These materials remain subject to the Protective Orders and should thus remain sealed, but they are also designated as part of the record in this bankruptcy appeal. *See* Bankr. Dkt., ECF No. 1484 (UBS’s amended statement of issue and designation of record on appeal). UBS cannot arrange for these documents to be transmitted to the Clerk of Court without an order from this Court accepting the documents under seal pursuant to Federal Rule of Bankruptcy Procedure 8009(f).

CONCLUSION

UBS respectfully requests that the Court grant this motion and issue an order accepting the documents listed below under seal. UBS will then, as directed by the Clerk of Court, submit the sealed materials to the Clerk’s Office for transmission to this Court. *See* Bankr. Dkt., ECF No. 1492.

¹ References to “Bankr. Dkt.” are to the docket in case 19-bk-34054 (Bankr. N.D. Tex.).

DOCUMENTS

<u>Date Filed</u>	<u>Relevant Docket No.</u>	<u>Description</u>
6/8/2020	719	Sealed Exhibit E, 3/20/2009 Termination, Settlement, and Release Agreement per court order filed by Interested Party Redeemer Committee of the Highland Crusader Fund (related document: 711 Order on motion to seal).
6/8/2020	720	Sealed Exhibit H, UBS and Crusader Fund Settlement Agreement per court order filed by Interested Party Redeemer Committee of the Highland Crusader Fund (related document: 711 Order on motion to seal).
6/8/2020	721	Sealed Exhibit I, UBS and Credit Strategies Fund Settlement Agreement per court order filed by Interested Party Redeemer Committee of the Highland Crusader Fund (related document 711 Order on motion to seal).
8/7/2020	933	Sealed unredacted version of 933, Objection to claim(s) of Creditor(s) UBS Securities LLC and UBS AG, London Branch filed by Interested Party Redeemer Committee of the Highland Crusader Fund, and sealed versions of Exhibits 1, 2, 3, 6, 7, 9, 16, 20, 21, and 22.
8/26/2020	996	Sealed Exhibits B & C to 996, Objection to claim(s) of Creditor(s) Redeemer Committee of the Highland Crusader Fund - Proof of Claim No. 72 filed by UBS.
9/23/2020	1090	Sealed unredacted version of 1090-1, Exhibit 1 to Declaration of John A. Morris in Support of the Debtor's Motion for Entry of an Order Approving Settlements with (a) the Redeemer Committee of the Highland Crusader Fund (Claim No. 72), and (b) the Highland Crusader Funds (Claim No. 81), and Authorizing Actions Consistent Therewith filed by Debtor/Appellee Highland Capital Management, L.P. (related document 1089: Motion to compromise controversy with (a) the Redeemer

<u>Date Filed</u>	<u>Relevant Docket No.</u>	<u>Description</u>
		Committee of the Highland Crusader Fund (Claim No. 72), and (b) the Highland Crusader Funds (Claim No. 81)).
10/5/2020	1127	Sealed Exhibit B--Cornerstone Monetization Schedule per court order filed by Debtor/Appellee Highland Capital Management, L.P. (related document: 1125 Order on motion to seal).
10/5/2020	1128	Sealed Exhibit 2--Partial Final Award dated March 6, 2019 per court order filed by Debtor/Appellee Highland Capital Management, L.P. (related document: 1125 Order on motion to seal).
10/5/2020	1129	Sealed Exhibit 3--Disposition of Application of Modification of Award dated March 14, 2019 per court order filed by Debtor/Appellee Highland Capital Management, L.P. (related document: 1125 Order on motion to seal).
10/5/2020	1130	Sealed Exhibit 4--Final Award dated April 29, 2019 per court order filed by Debtor/Appellee Highland Capital Management, L.P. (related document 1125 Order on motion to seal).
10/16/2020	1190	Sealed unredacted version of 1190, Objection to 1089 Motion to compromise controversy with (a) the Redeemer Committee of the Highland Crusader Fund (Claim No. 72), and (b) the Highland Crusader Funds (Claim No. 81) by Debtor/Appellee Highland Capital Management, L.P., and sealed Exhibits A, B, and C to 1190, filed by UBS.
10/16/2020	1192	Sealed unredacted version of 1192, Declaration of W. Kevin Moentmann in Support of Objection to the Debtor's Motion for Entry of an Order Approving Settlements With (A) the Redeemer Committee of the Highland Crusader Fund (Claim No. 72), and (B) the Highland Crusader Funds (Claim No. 81), sealed Exhibits 4, 5, and 6 (1192-

<u>Date Filed</u>	<u>Relevant Docket No.</u>	<u>Description</u>
		1), and sealed Attachments A, B, and C (1192-2), filed by UBS.
10/30/2020	1315	Sealed documents submitted by UBS per 1315 Order directing UBS's Offer of Proof: (1) valuation analyses completed for the Debtor regarding Cornerstone Healthcare Group Holding, Inc. ("Cornerstone") as of (a) March 31, 2020, (b) April 30, 2020, (c) May 31, 2020, (d) June 30, 2020, (e) July 31, 2020, and (f) August 31, 2020; (2) valuation analyses completed for the Highland Crusader Funds regarding Cornerstone as of (a) March 31, 2020 and (b) June 30, 2020; and (3) a "Presentation to Redeemer Committee," dated August 6, 2020.

Dated: December 21, 2020

Respectfully submitted,

/s/ Sarah Tomkowiak

Andrew Clubok (DC Bar No. 446935)

(admitted *pro hac vice*)

Sarah Tomkowiak (DC Bar No. 987680)

(admitted *pro hac vice*)

LATHAM & WATKINS LLP

555 Eleventh Street, NW, Suite 1000

Washington, DC 20004

Telephone: (202) 637-2200

Facsimile: (202) 637-2201

Email: andrew.clubok@lw.com

sarah.tomkowiak@lw.com

Martin Sosland (TX Bar No. 18855645)
Candice M. Carson (TX Bar No. 24074006)
BUTLER SNOW LLP
2911 Turtle Creek Blvd., Suite 1400
Dallas, TX 75219
Telephone: (469) 680-5502
Facsimile: (469) 680-5501
E-mail: martin.sosland@butlersnow.com
candice.carson@butlersnow.com

*Counsel for UBS Securities LLC and UBS
AG London Branch*

CERTIFICATE OF COMPLIANCE

As required by Federal Rule of Bankruptcy Procedure 8015(h)(1), I certify that this motion complies with the type-volume limitation of Rule 8013(f)(3)(A) because this motion contains 894 words, excluding the caption, signature block, and certificates. And this motion complies with the requirements of Rule 8013(f)(2) because this motion was prepared in a proportionally spaced typeface using Microsoft Word 2016 in 14-point Times New Roman font.

/s/ Sarah Tomkowiak
Sarah Tomkowiak

CERTIFICATE OF CONFERENCE

As required by Local Rule 7.1, I certify that on December 17 and 18, 2020, counsel for UBS conferred with John Morris, counsel for Appellee-Debtor (Highland Capital Management, L.P.), about the relief requested in this motion. Mr. Morris stated that the Debtor consents to the relief requested in this motion.

/s/ Sarah Tomkowiak
Sarah Tomkowiak

CERTIFICATE OF SERVICE

I certify that this document was filed electronically through the Court's ECF system, which will notify all registered participants as identified on the Notice of Electronic Filing.

Dated: December 21, 2020

/s/ Sarah Tomkowiak
Sarah Tomkowiak